

RECORDATION NO.

21119-F
FILED

OCT 02 '06

9-30 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

October 2, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an STB Memorandum of Assignment and Assumption Agreement (HL 4), dated as of October 2, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease previously filed with the Board under Recordation Number 21119.

The names and addresses of the parties to the enclosed document are:

Assignor: Bombardier Capital Rail Inc.
12735 Gran Bay Parkway West
Suite 1000
Jacksonville Florida 32258

Assignee: CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, New York 10036

Mr. Vernon A. Williams
October 2, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

198 gondola cars: CHTT 273000 - CHTT 273199 (except CHTT 273120 and CHTT 273180).

A short summary of the document to appear in the index is:

STB Memorandum of Assignment and Assumption Agreement (HL 4)

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

STB MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT (HL 4)

Memorandum of Assignment and Assumption Agreement, dated as of October 2, 2006 (this "Memorandum"), by and between Bombardier Capital Rail Inc., a Minnesota corporation ("Assignor"), and The CIT Group/Equipment Financing, Inc., a Delaware corporation ("Assignee").

1. The filings described in Annex A attached hereto (the "Filed Documents") have been made with the Surface Transportation Board (the "STB") pursuant to 49 U.S.C. § 11301(a) in respect of the railcars described in Annex B attached hereto (the "Railcars").

2. Pursuant to one or more Assignment and Assumption Agreements, each dated as of October 2, 2006 (collectively, the "Assignment and Assumption Agreement"), by and between Assignor and Assignee:

(a) Assignor sold, conveyed, assigned, transferred and delivered to Assignee, and Assignee purchased from Assignor and accepted assignment from Assignor of, all of Assignor's right, title and interest in, to and under, among other things, (i) the Railcars and (ii) to the extent of any such right, title or interest, the Filed Documents and any document of which such a Filed Document is a summary (each such summarized document, an "Underlying Document"); and

(b) Assignee assumed from Assignor and agreed to thereafter pay, perform, fulfill, discharge and otherwise satisfy in accordance with their respective terms, and Assignor sold, conveyed assigned, transferred and delivered to Assignee, among other things, certain obligations and other liabilities of Assignor under the Underlying Documents and otherwise with respect to the Railcars.

3. By recording this Memorandum with the STB, Assignor and Assignee desire to evidence for the public record the existence of the Assignment and Assumption Agreement and the respective interests of Assignor and Assignee in the Railcars, Filed Documents and Underlying Documents.

RECORDATION NO. 2119-F FILED 1

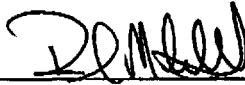
[signature pages follow]

OCT 02 '06 9-30 AM

SURFACE TRANSPORTATION BOARD

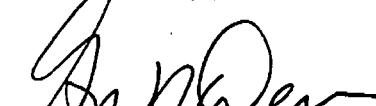
IN WITNESS WHEREOF, Assignor and Assignee have duly executed this Memorandum of Assignment and Assumption Agreement as of the date first above written.

BOMBARDIER CAPITAL RAIL INC.

By: 

Name: Richard S. Mitchell

Title: Vice President and General Manager

By: 

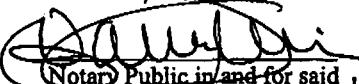
Name: George N. Demas

Title: Vice President, Legal Services
and Secretary

State of New York)
)
) SS.
County of New York)

On this ___ day of _____, 2006 before me personally appeared Richard S. Mitchell to me personally known (or proved to me on the basis of satisfactory evidence), who being by me duly sworn, says that he is the Vice President and General Manager of Bombardier Capital Rail Inc. and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

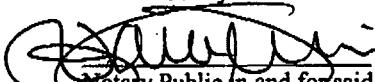
WITNESS my hand and official seal.


Notary Public in and for said JOANNA FERRERI [SEAL]
County and State Notary Public, State Of New York
No. 01FE6096908
Qualified In New York County
Commission Expires 08/11/20 07

State of New York)
)
) SS.
County of New York)

On this ___ day of _____, 2006 before me personally appeared George N. Demas to me personally known (or proved to me on the basis of satisfactory evidence), who being by me duly sworn, says that he is the Vice President, Legal Services and Secretary of Bombardier Capital Rail Inc. and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

WITNESS my hand and official seal.


Notary Public in and for said JOANNA FERRERI [SEAL]
County and State Notary Public, State Of New York
No. 01FE6096908
Qualified In New York County
Commission Expires 08/11/20 07 [STB Assignment and Assumption Agreement (HL 4)]

THE CIT GROUP EQUIPMENT/FINANCING, INC.

By: Richard D'Annunzio
Name: RICHARD D'ANNUNZIO
Title: VICE PRESIDENT

State of New York)
County of New York) SS.

On this 28th day of September, 2006 before me personally appeared Richard D'Annunzio, to me personally known (or proved to me on the basis of satisfactory evidence), who being by me duly sworn, says that (s)he is the Vice President of The CIT Group Equipment/Financing, Inc. and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

WITNESS my hand and official seal.

Rose Maitrone
Notary Public in and for said
County and State

[SEAL]

ROSE MAITRONE
Notary Public, State of New York
No. 01MA4830209
Qualified in New York County
Commission Expires Jan. 31, 2010

Annex A

1. Memorandum of Railcar Lease, dated as of December 30 1997, between Harris Trust and Savings Bank, not in its individual capacity but solely as Owner Trustee, Lessor, and NorRail, Inc., Lessee, filed with the Board on December 30, 1997 at 2:00 p.m. under Recordation Number 21119.
2. Memorandum of Lease Supplement No. 1, dated December 30, 1997, between Harris Trust and Savings Bank, not in its individual capacity but solely as Owner Trustee, Lessor, and NorRail, Inc., Lessee, filed with the Board on December 30, 1997 at 2:00 p.m. under Recordation Number 21119-A.
3. Memorandum of Security Agreement-Trust Deed, dated as of December 30, 1997, between Harris Trust and Savings Bank, not in its individual capacity but solely as Owner Trustee, Debtor, and Wilmington Trust Company, Security Trustee, filed with the Board on December 30, 1997 at 2:00 p.m. under Recordation Number 21119-B.
4. Memorandum of Security Agreement Supplement No. 1, dated December 30, 1997, between Harris Trust and Savings Bank, not in its individual capacity but solely as Owner Trustee, Debtor, and Wilmington Trust Company, Security Trustee, filed with the Board on December 30, 1997 at 2:00 p.m. under Recordation Number 21119-C.
5. Memorandum of Lease Assignment, dated December 30, 1997, between Harris Trust and Savings Bank, not in its individual capacity but solely as Owner Trustee, Debtor, and Wilmington Trust Company, Security Trustee, filed with the Board on December 30, 1997 at 2:00 p.m. under Recordation Number 21119-D.
6. Notice, dated as of May 10, 2006, by Bombardier Capital Rail Inc. (successor to NorRail, Inc.), Lessee, respecting BNY Midwest Trust Company, successor to Harris Trust and Savings Bank, Lessor, filed with the Board on May 17, 2006 at 3:05 p.m. under Recordation Number 21119-E.
7. Memorandum of Railcar Lease Agreement, dated as of October 31, 1997, between NorRail, Inc., Lessor, and Union Pacific Railroad Company, Lessee, filed with the Board on December 2, 1997 at 9:57 a.m. under Recordation Number 21039.

Annex A

Annex B

Schedule #	Car Type	Current Car #	Original Car #	Previous Car #	Total	Lease
1	Flat_Centerbeam	CHTT273000	CHTT273000	CHTT273000	1	21039
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		CHTT273002	CHTT273002	CHTT273002	1	21039
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Annex B

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1 Total				198	
Grand Total				198	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

10/2/06



Robert W. Alvord